

HEWITT, OLSON LEASING & FINANCE, INC.

439 NORTHEAST SEVENTH AVENUE, FT. LAUDERDALE, FL 33301 (Main Office) (954) 764-5007 FAX (954) 779-3137

1499 W. PALMETTO PARK ROAD, SUITE 208, BOCA RATON, FL 33846

FAX & VOICE (561) 883-8507

LICENSED MORTGAGE BROKERAGE BUSINESS
FINANCE CONSULTANTS - BANKING CONSULTANTS

MEMBER: NY, NJ, TX, MI, MO,
HI & DC BARS ONLY *

*U.S. SUPREME COURT
U.S. COURT OF INTERNATIONAL TRADE
U.S. COURT OF APPEALS
U.S. TAX COURT
U.S. FEDERAL CIRCUIT COURT
D.C. CIRCUIT COURT OF APPEALS
U.S. 11th CIRCUIT COURT OF APPEALS

d/b/a MORTGAGE ONE

E-MAIL: gtnmarie@flinet.com



GLENN E. GROMANN, ESQ. *
Authorized In-House Counsel,
Florida Bar Rule 17,
General Counsel

Please Respond To:

☐ Boca Raton
☒ Ft. Lauderdale

98000092639

October 23, 1998

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002676431--5

-10/30/98--01019--004

****122.50 *****87.50

Attn: New Corporations Filing

Re: First Commerce Financial Corp., Inc. and
First Commerce Bancorp., Inc./
Filing/Articles of Incorporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 AM 9:15

Dear Sir/Madam:

Enclosed you will please find one original and one (1) copy each of the Articles of Incorporation for the First Commerce Financial Corp., Inc. and First Commerce Bancorp., Inc. Also enclosed are two checks in the amount of \$122.50 each for the filing fees. Please file the same accordingly and supply certified copies in the enclosed self-addressed envelope. If you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,

Enclosures

cc: Richard Hewitt, III

GLENN E. GROMANN
Corporate Services Division

F. CHESSEY NOV 2 1998

ARTICLES OF INCORPORATION
OF
FIRST COMMERCE FINANCIAL CORP., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 AM 9:15

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: First Commerce Financial Corp., Inc. and the principal place of business and mailing address of this Corporation shall be 439 N.E. 7th Avenue, Fort Lauderdale, Florida 33301-1207.

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any or all-lawful business including but not limited to a one-bank holding company.

ARTICLE IV - Stock

The aggregate number of share, which this Corporation shall have authority to issue, is 8,000,000 shares of common voting stock at \$0.01 par value per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations, shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 439 N.E. 7th Avenue, Fort Lauderdale, Florida 33301-1207, and the name of its initial registered agent at that address is 439 N.E. 7th Avenue, Fort Lauderdale, Florida 33301-1207.

ARTICLE VIII - Incorporators

The names and address of the incorporators are:

Name

Address

Richard Hewitt, III

439 N.E. 7th Avenue
Fort Lauderdale, FL 33301-1207

ARTICLE IX

Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is

disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

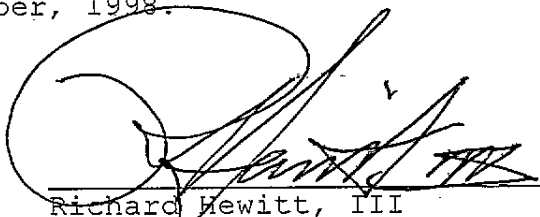
ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XI - Indemnification

Subject to the qualifications contained in Section 60.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

Dated this 16th day of October, 1998.



Richard Hewitt, III
Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

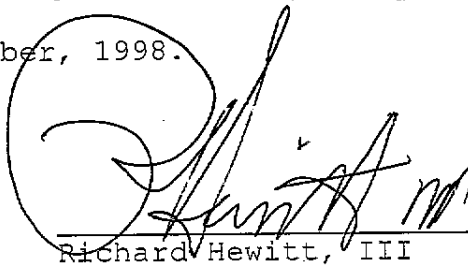
The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

First Commerce Financial Corp., Inc., desiring to organize under the laws of the State of Florida, being in the County of Broward at 439 N.E. 7th Avenue, Fort Lauderdale, Fl 33301-1207 has named Richard Hewitt, III located at the same address, as its initial Registered Agent to accept service of process within this State.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 30 AM 9:15

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

Dated this 16th day of October, 1998.


Richard Hewitt, III